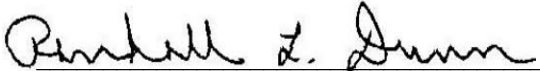


Below is an Order of the Court.


RANDALL L. DUNN
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re) Case No. 16-30406-rld11
)
SeaPort Airlines, Inc.,) ORDER AUTHORIZING SALE OF CERTAIN
) AIRPLANE PARTS LOCATED IN JUNEAU,
Debtor-in-Possession.) ALASKA

Based on Debtor-in-Possession's ("Debtor") Notice of Intent to Sell Real or Personal Property, Compensate Real Estate Broker, and/or Pay any Secured Creditor's Fees and Costs; Motion for Authority to Sell Property Free and Clear of Liens; and Notice of Hearing (Dkt No. 319) ("Notice") attached hereto as **Exhibit 1**, having been duly served on the parties listed on the Notice and Supplemental Certificate of Service (Dkt No. 321) on May 27, 2016, and no objections having been filed with the Court and the time for filing objections having passed, and the Court being otherwise fully advised, it is hereby

ORDERED that Debtor is authorized to sell to Boutique Air, Inc., or to a competing buyer for the same or higher price, those certain airplane parts located in Juneau, Alaska, in accordance with the terms stated in the Notice.

###

I certify that I have complied with the requirements of LBR 9021-1(a)(2)(A).

PRESENTED BY:

/s/Robert J Vanden Bos

Robert J Vanden Bos OSB #78100
VANDEN BOS & CHAPMAN, LLP
319 S.W. Washington, Suite 520
Portland, Oregon 97204
Telephone: (503) 241-4869
Fax: (503) 241-3731

Of Attorneys for Debtor-in-Possession

First Class Mail:

SeaPort Airlines, Inc.
Attn: Timothy Sieber
816 SW First Avenue
Portland, Oregon 97204

Tulare County Tax Collector
Attn Jorge Garcia
Deputy Tax Collector
221 S Mooney Blvd Rm 104-E
Visalia, CA 93291-4593

Michael J. Edelman
VEDDER PRICE
1633 Broadway, 47th Floor
New York, New York 10019

Franklin C. Adams
POB 1028
Riverside, CA 92502-1028

Mark J. Wolfson
100 N Tampa St #2700
Tampa, FL 33602

Dan McAllister
Treasurer-Tax Collector
Attention: Bankruptcy Desk
1600 Pacific Highway, Room 162
San Diego, California 92101

Electronic Mail:

The foregoing was served on all
CM/ECF participants through the
Court's Case Management/Electronic
Case File system.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re

-) Case No. _____
)
) NOTICE OF INTENT TO Sell Real or
) Personal Property, Compensate Real Estate
) Broker, and/or Pay any Secured Creditor's Fees
) and Costs; Motion for Authority to Sell Property
) Free and Clear of Liens; and Notice of Hearing
) **[Note: Do not use to sell personally identifiable**
Debtor(s)) **information about individuals!]**

NOTICE IS GIVEN THAT _____, the
_____ (i.e., debtor, trustee, etc.), intends to sell the property described below and moves
for authority to sell said property free and clear of liens pursuant to 11 USC §363(f). The movant's name, address, and
telephone # are: _____.

If you wish to object to any aspect of the sale or fees disclosed in ¶7 or ¶15 you must: (1) attend the hearing set in ¶16 below
and, (2) within 23 days of the later of either (a) the date next to the signature below; or (b) the service date in ¶17 below, file
with the Clerk of Court (i.e., if the 5-digit portion of the Case No. begins with "3" or "4", at 1001 SW 5th Ave. #700, Portland
OR 97204; or if it begins with "6" or "7", at 405 E 8th Ave #2600, Eugene OR 97401): (a) a written response stating the specific
facts upon which the objection is based, and (b) proof that a copy of the response was served on the movant.

This document shall constitute the notice required by LBR 2002-1. (COMPLETE ALL SECTIONS.)

1. The specific subsections of 11 USC §363(f) movant relies upon for authority to sell the property free and clear of liens are:

2. Buyer's Name & Relation to Debtor:

3. General description of the property (NOTE: If real property, state street address here. Also attach legal description as
an Exhibit to the original filed with the court):

4. A copy of the full property description or inventory may be examined or obtained at:

5. The property may be previewed at (include time and place):

6. Other parties to the transaction and their relationship to the debtor are:

7. Gross sales price: \$_____. All liens on the property total: \$_____, of which Movant believes
a total of \$_____ need not be paid as secured claims (because the lien is invalid, avoidable, etc., the lienholder
consents to less than full payment, or part or all of the underlying debt is not allowable). Secured creditor(s) also seek(s)
reimbursement of \$_____ for fees and costs. Total sales costs will be: \$_____. All tax
consequences have been considered and it presently appears the sale will result in net proceeds to the estate after payment
of valid liens, fees, costs and taxes of approximately: \$_____.

8. The sale is is not (**mark one**) of substantially all of the debtor's assets. Terms and conditions of sale:

9. Competing bids must be submitted to the movant no later than (date) _____, and must exceed the above offer by
at least _____ (and be on the same or more favorable terms to the estate).

10. Summary of all available information regarding valuation, including any independent appraisals:

11. If ¶7 indicates little or no equity for the estate, the reason for the sale is:

and expenses and taxes resulting from the sale will be paid as follows:

12. (Ch. 11 cases only) The reason for proposing the sale in advance of approval of a plan of reorganization is:

13. The following information relates to lien holders (who are listed in PRIORITY order):

<u>Name</u>	<u>Service Address (See FRBP 7004)</u>	<u>Approximate Lien Amount</u>	<u>Indicate Treatment at Closing (i.e., Fully Pd., Partially Pd., or Not Pd.)</u>
-------------	--	------------------------------------	---

14. Any liens not fully paid at closing shall attach to the sale proceeds in the same order of priority they attach to the property. Any proceeds remaining after paying liens, expenses, taxes, commissions, fees, costs or other charges as provided in this motion, shall be held in trust until the court orders payment.

15. [If real property] The court appointed real estate broker, _____, will be paid _____.

16. A HEARING ON THIS MOTION AND ANY OBJECTIONS TO THE SALE AND/OR FEES WILL BE HELD

ON _____ AT _____ IN _____ and testimony will be received if offered and admissible.

17. [Unless movant is a Ch. 7 trustee] I certify that on _____ a copy of this document was served, pursuant to FRBP 7004, on the debtor(s), trustee, if any, U.S. Trustee, each named lien holder at the address listed above, Creditors' Committee Chairperson, if any, and their respective attorneys; and that a copy was also served that date, pursuant to FRBP 2002(a), on all creditors and parties requesting special notice as listed in the Court's records that were obtained on _____, a copy of which is attached to the original document filed with the Bankruptcy Court. (See Order limiting service Dkt. No. 314)*

18. FOR FURTHER INFORMATION CONTACT: _____

*(The original Service List is attached to the original copy filed with the Court only. Creditors may request a copy of the Service List by contacting the undersigned.)

DATE: _____

Signature & Relation to Movant

(If debtor is movant) Debtor's Address & Taxpayer ID#(s) (last 4 digits)

Exhibit A

The following is a list of governmental entities in Alaska that have claims listed as either Priority or Unsecured on Debtor's Schedules. Debtor does not believe that any of the claims are secured by a lien on the airplane parts Debtor proposes to sell; however, Debtor lists the below entities as **disputed potential lien claims**.

Name and Address		Potential Lien Amount	Proposed Treatment
City & Borough of Juneau 155 S Seward St. Juneau, AK 99801	Sales Tax with Interest and Penalties	\$1661.07	Not Paid
City of Gustavus PO Box 1209 Gustavus, AK 99826-0001	Sales Tax	\$439.70	Not Paid
City of Hoonah P.O. Box 360 Hoonah, AK 99829	Sales Tax	\$44.26	Not Paid
Haines Borough P.O. Box 1209 Haines, AK 99827	Real Property Tax	\$1028.79	Not Paid
John Platt c/o State of Alaska Dept. of Labor & Workforce Div./Wage & Hour Admin. PO Box 111149 Juneau, AK 99811	Wage Claim	\$1299.60	Not Paid
Municipality of Skagway PO Box 415 Skagway, AK 99840	Sales Tax	\$0.00 (Precautionary)	Not Paid
City & Borough of Juneau 1873 Shell Simmons Drive Suite 200 Juneau, AK 99801	Rent	\$2551.25	Not Paid
City & Borough of Juneau 1873 Shell Simmons Drive Suite 200 Juneau, AK 99801	Rent	\$886.79	Not Paid
City & Borough of Juneau 1873 Shell Simmons Drive Suite 200 Juneau, AK 99801	Utilities – Water/Sewer	\$389.03	Not Paid
City & Borough of Juneau 1873 Shell Simmons Drive Suite 200 Juneau, AK 99801	Rent	\$42.26	Not Paid
City & Borough of Juneau 1873 Shell Simmons Drive Suite 200 Juneau, AK 99801	Rent	\$10.22	Not Paid
City of Hoonah P.O. Box 360 Hoonah, AK 99829	Landing Fees, Rent	\$172.35	Not Paid
Haines Chamber of Commerce P.O. Box 1449 Haines, AK 99827	Association Membership	\$250.00	Not Paid

In re SeaPort Airlines, Inc.;
Chapter 11 Bankruptcy Case No. 16-30406-rld11
Service List

First Class Mail:

SeaPort Airlines, Inc.
Attn: Timothy Sieber
816 SW First Avenue
Portland, Oregon 97204

City of Hoonah
P.O. Box 360
Hoonah, AK 99829

Haines Borough
P.O. Box 1209
Haines, AK 99827

**CHAIRPERSON OF COMMITTEE OF
UNSECURED CREDITORS:**

JA Flight Services, LLC
c/o Bruce A. Jacobs, President
Creditors Committee Chairperson
43W700 US Route 30
Sugar Grove, IL 60554

John Platt
c/o State of Alaska Dept. of Labor
& Workforce Div./Wage & Hour Admin.
PO Box 111149
Juneau, AK 99811

Municipality of Skagway
PO Box 415
Skagway, AK 99840

SPECIAL NOTICE:

Tulare County Tax Collector
Attn Jorge Garcia
Deputy Tax Collector
221 S Mooney Blvd Rm 104-E
Visalia, CA 93291-4593

City & Borough of Juneau
1873 Shell Simmons Drive Ste 200
Juneau, AK 99801

Haines Chamber of Commerce
P.O. Box 1449
Haines, AK 99827

Michael J. Edelman
VEDDER PRICE
1633 Broadway
47th Floor
New York, New York 10019

Electronic Mail:

The foregoing was served on all
CM/ECF participants through the
Court's Case Management/ Electronic
Case File system.

Franklin C. Adams
POB 1028
Riverside, CA 92502-1028

Mark J. Wolfson
100 N Tampa St #2700
Tampa, FL 33602

Dan McAllister
Treasurer-Tax Collector
Attention: Bankruptcy Desk
1600 Pacific Highway, Room 162
San Diego, California 92101

Leaseholders:

City & Borough of Juneau
155 S Seward St.
Juneau, AK 99801

City of Gustavis
PO Box 1209
Gustavus, AK 99826-0001